

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

**IN RE: AFTERMARKET FILTERS  
ANTITRUST LITIGATION**

**Master Docket No. 08-cv-4883  
MDL Docket No. 1957**

**This Document Relates To:  
All Gas Retailers' Indirect Purchaser Actions**

**Honorable Robert W. Gettleman**

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<b>Exhibit 1</b>	Declaration of Gary D. McCallister in Support of Gas Retailers' Motion for Award of Attorneys' Fees, Reimbursement of Litigation Expenses and Plaintiffs' Incentive Awards
<b>Group Exhibit 2</b>	Expense Summaries

# **EXHIBIT 1**

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**Honorable Robert W. Gettleman**

**DECLARATION OF GARY D. McCALLISTER IN SUPPORT OF GAS RETAILERS'  
MOTION FOR AWARD OF ATTORNEYS' FEES, REIMBURSEMENT OF  
LITIGATION EXPENSES AND PLAINTIFFS' INCENTIVE AWARDS**

I, Gary D. McCallister, hereby declare and state as follows:

1. I am an attorney admitted to practice in the States of Illinois, Kansas and Colorado and in numerous United States District Courts, including the United States District Court for the Northern District of Illinois, Eastern Division, the U.S. Courts of Appeals for the Seventh, Ninth and Tenth Circuits and the United States Supreme Court. I am submitting this Declaration in support of Plaintiffs' Motion and Memorandum for Approval of Attorneys' Fees, Reimbursement of Litigation Expenses and Plaintiffs' Incentive Awards. I am fully competent to make this Declaration. This Declaration is based upon my personal knowledge and if called to testify, I could competently do so.

2. I am the principal and the sole member of the law firm of Gary D. McCallister & Associates, LLC, and I am one of the co-lead counsel appointed in this matter along with Joseph M. Alioto, Daniel R. Shulman and Martin R. Fox.

3. I, as well as the other attorney and legal staff of Gary D. McCallister & Associates, LLC, Alioto Law Firm, Gary, Plant, Mooty, Mooty & Bennett, Bleau Fox, Girardi

Keese, and Hill, Hill, Carter, Franco, Cole & Black, P.C., have been actively involved in the litigation of this matter and have been regularly engaged in numerous anti-trust cases and other major complex litigation. (Dkt. 394, Exhibits A,B,C,D)

4. Based upon my experience as one of the co-lead counsel in this case in which I have been significantly involved in every aspect of the case, including the investigation, litigation, discovery, court proceedings and arguments, mediation/settlement conferences and settlement negotiations, I have personally gained an intimate understanding of the instant litigation and believe that the settlement achieved by the Gas Retailers' Indirect Purchaser Class Plaintiff more than exceeds the "fair, adequate, and reasonable" standard required for the Courts' approval.

5. The number of hours spent by each attorney and paralegal who worked on this matter are incorporated into the chart below. The attorneys' and paralegals expenditures of time have been reasonable and necessary in order to bring this litigation to a successful conclusion. Although a number of individuals contributed to this matter, each attorney or paralegal was careful to minimize or avoid the duplication of any work. I have reviewed the hours submitted and made adjustments where necessary for time deemed to be unnecessary or duplicative.

6. The representation of the Plaintiffs in this case was undertaken entirely on a contingency fee basis and the Plaintiffs retained their counsel based upon the terms of the written Retainer Agreements providing for attorneys' fees in the amount of forty (40%) percent of any fund recovered for the Class, plus the reimbursement of all costs and expenses with interest. By taking this case on a contingency basis and not being paid by the hour, we had the incentive to conduct our work efficiently. So to, being responsible for advancing all expenses,

we had an incentive not to expend funds unnecessarily, but expended funds to the extent necessary to properly litigate a case of this magnitude and complexity.

7. Class counsel assumed a significant risk of non-payment in initiating and prosecuting this case given the complexity of the factual and legal issues involved, and the vigorous defense that the Defendants and their highly-skilled counsel demonstrated in the various motions presented to the Court and which they clearly were prepared to continue to raise throughout the course of this litigation and trial. With this in mind, counsel for the Gas Retailers' Indirect Purchaser Class would not have prosecuted this case without the prospect of obtaining a percentage of the common fund or, in the alternative, apply a reasonable multiplier to our attorneys' fees and costs.

8. All of the work conducted in this case was performed by counsel for the benefit of the Settlement Class without compensation and in some instances impaired, reduced or eliminated opportunities for class counsel to pursue other engagements during the course of the litigation.

9. In accordance with accepted practices, the co-lead firms involved in this case utilize and maintain contemporaneous time and billing records which in most instances are centralized into their billing management software systems or other accounting systems.

10. Based upon my experience in being engaged in anti-trust and other complex litigation similar to the instant litigation over the course of more than thirty years and my knowledge of the billing rates of other firms that pursue such anti-trust litigation, it is my opinion that the attorneys performing work in this litigation maintain and bill at hourly rates that are correlated to their respective experience and which are reasonable in amount not only in

Chicago, but in other major metropolitan areas of the country as counsel involved in this proceeding are all engaged in national practices.

11. I have reviewed the hours of the attorneys and other legal staff listed below for work performed on this case and their respective hours and billing rates. The rates utilized by counsel in calculating lodestar are the same rates used for other clients in similar anti-trust cases in which they are involved on a contingency fee basis. The hours and and total dollar value of the time incurred in prosecuting this case for the attorneys and legal staff involved are provided in the chart below.

Name	Hours	Total
<b>Gary D. McCallister &amp; Associates, LLC</b>		
Gary D. McCallister- Principal	795.15	\$650,785.00
Jamie G. Goldstein - Associate	353.28	\$117,784.00
Karen E. Shoffner- Paralegal	166.90	\$ 32,295.00
George E. Rodriguez- Paralegal	1.00	\$ 162.50
Shirley J. Watson- Paralegal	57.80	\$ 7,225.00
Arwen Williams- Contract Lawyer	160.00	\$ 32,000.00
<b>Total</b>	<b>1,370.13</b>	<b>\$840,251.50</b>
<b>Alioto Law Firm</b>		
Joseph M. Alioto – Principal	76.5	\$114,750.00
<b>Total</b>	<b>76.5</b>	<b>\$114,750.00</b>
<b>Gray, Plant, Mooty, Mooty &amp; Bennett</b>		
Daniel R. Shulman – Principal-S/H	19.00	\$11,407.50
Jeremy L. Johnson – Principal – S/H	10.10	\$3,031.50
Sitso W. Bediako – Principal – S/H	60.50	\$13,269.75
Jennifer R. Coates – Principal – S/H	299.80	\$69,687.00
Ronda S. Hagglund-Associate	15.50	\$3,177.50
Gayle M. Schaub – Associate	4.75	\$1,071.25
Leanne D. Olsen – Paralegal	2.20	\$572.00
Jennifer L. Pulkbarek – Paralegal	53.20	\$8,554.00
<b>Total</b>	<b>237.20</b>	<b>\$110,558.00</b>
<b>Bleau Fox a P.L.C.</b>		
Martin R. Fox – Partner	83.35	\$37,507.50

<b>Total</b>	<b>83.35</b>	<b>\$37,507.50</b>
<b>Girardi Keese</b>		
Stephen Larson – Partner	11.80	\$10,062.00
Celene Chan	2.25	\$1,350.00
<b>Total</b>	<b>14.05</b>	<b>\$11,412.00</b>
<b>Hill, Hill, Carter, Franco, Cole &amp; Black, P.C.</b>		
Pamela B. Slate	31.00	\$15,500.00
<b>Total</b>	<b>31.00</b>	<b>\$15,500.00</b>
<b>Total for All Firms</b>	<b>1,812.23</b>	<b>\$1,129,979.00</b>

12. In addition, Gary D. McCallister & Associates, LLC, Gray, Plant, Mooty, Mooty & Bennett, Bleau Fox, A P.L.C. and Girardi Keese have incurred costs during this case totaling \$128,778.85. This amounts and the reasons for the charges being incurred and paid are shown on Group Exhibit 2 attached hereto.

13. Loodvik Perali and Robert A. Oyster of Oyster Incorporated, the Class representatives named in this case, brought this matter to the firm of Bleau Fox and they have lent their names and businesses to serve in representative capacities as Class representatives which has involved substantial dedication and involvement in this case, without which successful resolution of the matter could not have occurred for the benefit of the Class. The Plaintiffs showed a strong commitment to the Class in this action by assisting Class counsel in their initial investigation of the case, assisting in the discovery process including producing documents, invoice and sales data and other information from their gasoline service stations, and sitting for their lengthy depositions together with assisting counsel in consulting concerning settlement negotiations up to and including the time the Settlement Agreements were approved and accepted by them. I believe, but for the participation of the named Plaintiffs, the benefit to the Class available through the settlement would not have been achieved.

14. Given Mr. Peerali's and Oyster, Incorporated's involvement and willingness to participate and undertake the responsibility and risk attendant with bringing a representative action, and their continued attention to this matter, we request the Court approve an incentive award of \$5,000 each.

I declare under penalty of perjury that the above and foregoing is true and correct.

Executed this 13<sup>th</sup> day of July, 2012.

Respectfully submitted,

/s/ Gary D. McCallister  
Gary D. McCallister  
Gary D. McCallister & Associates, LLC  
120 N. LaSalle St., Suite 2800  
Chicago, IL 60602  
(312) 345-0611



## **GROUP EXHIBIT 2**

**IN RE AFTERMARKET FILTERS ANTITRUST LITIGATION; MDL No. 1957**  
**Costs and Expenses Summary**  
**Gas Retailers indirect Purchaser Plaintiffs**

<b>REPORTING PERIOD</b>	<b>INCEPTION THROUGH APRIL 2012</b>
<b>FIRM NAME</b>	<b>TOTAL EXPENSES INCURRED</b>
Gary D. McCallister & Associates, LLC	\$ 56,644.55
Girardi Keese	\$ 37,745.31
Gray, Plant, Mooty, Mooty & Bennett, P.A.	\$ 15,934.38
BLEAU FOX, A P.L.C.	\$ 18,454.61
<b>TOTAL EXPENSES</b>	<b>\$ 128,778.85</b>

**IN RE AFTERMARKET FILTERS ANTITRUST LITIGATION; MDL No. 1957**  
**Costs and Expenses Summary**  
**Gas Retailers Indirect Purchaser Plaintiffs**

<b>FIRM NAME</b>	Gary D. McCallister & Associates, LLC	
<b>REPORTING PERIOD</b>	INCEPTION THROUGH APRIL 2012	
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>	
Outside Copies	\$	4,733.35
In-house Reproduction/Copies		
Court Costs & Filing Fees	\$	217.92
Court Reporter & Transcripts	\$	3,872.57
Computer Research	\$	330.81
Telephone & Facsimile	\$	753.87
Postage/Express Delivery/Courier	\$	165.07
Professional Fees	\$	25,359.38
(Investigator, Accountant, ESI Database Maintenance, etc.)		
Claims Investigation Fees paid to California Bureau of Automotive Repair	\$	245.00
Expert Costs	\$	-
Interest on Expense Line of Credit	\$	9,633.11
Witness / Service Fees	\$	-
Travel (Transportation, lodging, meals, meetings with DPP, IPP and class counsel, etc.)	\$	9,272.98
Staff Overtime	\$	194.73
Miscellaneous (Expense)	\$	1,865.76
<b>TOTAL EXPENSES</b>	\$	56,644.55

## IN RE: AFTERMARKET FILTERS ANTITRUST LITIGATION; MDL NO. 1957; MASTER DOCKET NO. 08-CV-4883

Expense Summary  
Gas Retailers' Indirect Purchasers

Firm Name: Girardi | Keese

Reporting Period: Inception through 7/10/12

Type of Expense	Current Total	Prior Total	Cumulative Total
Assessments	28,828.75		28,828.75
Outside Copies			
In-house Reproduction/Copies	44.00		44
Court Costs & Filing Fees			
Court Reporters & Transcripts	8,837.34		8,837.34
Computer Research			
Telephone & Facsimile			
Postage/Express Delivery/Courier	35.22		35.22
Professional Fees (investigator, accountant, etc.)			
Experts			
Witness / Service Fees			
Travel: Airfare			
Travel: Lodging/Meals			
Travel:			
Car rental/Cabfare/Parking			
Miscellaneous			

TOTAL EXPENSES:

\$37,745.31

**IN RE AFTERMARKET FILTERS ANTITRUST LITIGATION; MDL No. 1957**  
**Costs and Expenses Summary**  
**Gas Retailers indirect Purchaser Plaintiffs**

<b>FIRM NAME</b>	<b>BLEAU FOX, A P.L.C.</b>
<b>REPORTING PERIOD</b>	<b>INCEPTION THROUGH APRIL 2012</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Outside Copies	\$
In-house Reproduction/Copies	\$
Court Costs & Filing Fees	\$ 2,354.00
Court Reporter & Transcripts	\$ 80.01
Computer Research	\$ 425.35
Telephone & Facsimile	\$
Postage/Express Delivery/Courier	\$ 382.83
Professional Fees (Investigator, Accountant, ESI Database, etc.)	\$ 14,493.88
Expert Costs	\$ -
Witness / Service Fees	\$ -
Travel (Transportation, lodging, meals, etc.)	\$ 700.56
Staff Overtime	\$
Miscellaneous (Insurance)	\$ 17.98
<b>TOTAL EXPENSES</b>	<b>\$ 18,454.61</b>

**IN RE AFTERMARKET FILTERS ANTITRUST LITIGATION; MDL No. 1957**  
**Costs and Expenses Summary**  
**Gas Retailers indirect Purchaser Plaintiffs**

<b>FIRM NAME</b>	Gray, Plant, Mooty, Mooty and Bennett, P.A.
<b>REPORTING PERIOD</b>	INCEPTION THROUGH APRIL 2012
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Outside Copies	\$
In-house Reproduction/Copies	\$
Court Costs & Filing Fees	\$
Court Reporter & Transcripts	\$
Computer Research	\$
Telephone & Facsimile	\$
Postage/Express Delivery/Courier	\$
Professional Fees (Investigator, Accountant, ESI Database, etc.)	\$ 15,934.38
Expert Costs	\$ -
Witness / Service Fees	\$ -
Travel (Transportation, lodging, meals, etc.)	\$
Staff Overtime	\$
Miscellaneous	\$
<b>TOTAL EXPENSES</b>	\$ 15,934.38